

CONSOLIDATED TALKING MACHINE COMPANY.

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List of Depositors and Amount of Stock

Deposited under Terms of an Agreement dated June 5, 1900.

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Armstrong, William J., 4033 Baring St., Phila.	15	310		
Auerbach, Joseph, D St., N.W., Washington, D.C.		50		5,800
Auerbach, Louis, 836 Broadway, N.Y.			500	500
Auerbach, Hattie, 811 L St., N.W., Washington, D.C.				274
Bacharach, Solomon, 533 Market St., Phila.		27		
Bacharach, Max, 533 Market St., Phila.		50		
Bacharach, Augustus, 1517 N. 7th St., Phila.		70		
Bacharach, Simon, 1222 N. 7th St., Phila.		84		
Bickford, F. T., 1912 15th St., N.W., Washington, D.C.		540		
Berliner, Emile, 1717 P St., N.W., Washington, D.C.		450	5,625	48,600
Berliner, (Mrs.) Cora, 1771 P St., N.W., Washington, D.C.			62	563
Birnbaum, Max H., 1834 Diamond St., Phila.		50		
Bernhardt, S., 473 Broadway, N.Y.			67	1,000
Bloomingsdale, J. B., 78 5th Ave., N.Y.			50	
Behrend, Albert, 517 Decatur St., Brooklyn, N.Y.			150	499
Borenbroick, Frederick, 59 Wall St., N.Y.			25	
Calman, Henry L., 18 E. 23d St., N.Y.				125
Doak, James G., 1509 Sanson St., Phila.	35	125		
Doyle, William, 1509 Sanson St., Phila.	55	125		
Forward,	85	1,871	6,499	57,451

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Forward,	85	1,871	6,499	57,451
Davis, Charles W., Old Navy Yard, Phila.		10		
Dinkelspiel, Henry S. 8 Washington Place, N.Y.				100
Deschere, Dt. Martin, 334 W. 58th St., N.Y.				200
Engel, Jacob M., 2251 N. Broad St., Phila.		20		
Einstein, J. D., 443 Broadway, N.Y.			63	63
Eisemann, Louis, 7th & E Sts., N.W., Washington, D.C.			345	1,270
Esdorf, Richard, 615 D St., Washington, D.C.				10
Fischer, Clara, 1755 K St., N.W., Washington, D.C.				50
Goldsmith, Charles, 1710 N. 13th St., Phila.	20	10		
Goldsmith, Joseph, 434 Market St., Phila.		303		
Goldsmith, Samuel, 1710 N. 13th St., Phila.		10		
Goldsmith, Nellie, 727 Broadway, N.Y.			50	50
Goldsmith, Julia (Mrs.), c/o Chas. A. Wimpfheimer, 131 Spring St., N.Y.				25
Gleason, Elizabeth L., 1432 S. 13th St., Phila.		3		
Gaisberg, Fred. W., 1331 Vermont Ave., Washington, D.C.		100	210	600
Gustine, John S., 1813 Pine St., Phila.		100		
Green, Morris, 44 E. 74th St., Phila.			175	126
Garthe, Louis, 1410 Penna. Ave., Washington, D.C.			50	99
Gans, Isaac, c/o Saks & Co., Washington, D.C.				50
Gans, Samuel, 713 S St., N.W., Washington, D.C.				100
Graham, John C., 307 First St., S.E., Washington, D.C.				50
Forward,	105	2,432	7,392	60,244

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Forward,	105	2,432	7,392	60,244
Greenbaum, Herman, c/o A.H. Fisher, 16 E. Lex- ington St., Baltimore, Md.				50
Heidelberg, G. 443 Broadway, N.Y.			97	62
Heller, Hugo (Mrs.), 473 Broadway, N.Y.				4
Harris, Reuben, 7th & D Sts., N.W., Washington, D.C.				200
Jones, J. F., 3902 Chestnut St., Phila.		10		
Jonas, William, 114 Wooster St., N.Y.			25	75
Karns, Mary E., c/o Thos. S. Parvin, 926 Stephen Girard Bldg., Phila.	200			
Katz, Marcus, 1001 Chestnut St., Phila.		70		
Kothe, Otilie (Mrs.), 543 Union Place, Union Hill, Weehawkin, N.J.			125	125
Kaufmann, Sigmund, 93 Crosby St., N.Y.			10	10
Kaufmann, Isaac, 93 Crosby St., N. Y.			10	10
Kronheimer, J. E., 404 Broadway, N.Y.				1,000
Lloyd, William S., 510 Cherry St., Phila.	200	550		
Lisberger, Leopold, 335 Market St., Phila.		10		
Levy, Bernard, 2205 Diamond St., Phila.		10		
Levy, Max, 1213 Race St., Phila.			250	750
Latta, Samuel W., 5626 Baring St., Phila.		10		
Latta, Thomas L., 3819 Spruce St., Phila.		310		
Levin, Est. of Philip, Morris S. Lewin, 946 Franklin St., Phila.		30		
Lockwood, Thomas D., 125 Milk St., Boston, Mass.			50	
Massey, John, 2004 Mt. Vernon St., Phila.		30		
Manke, Louis H., 2333 N. 18th St., Phila.		25		
Forward,	505	3,487	7,959	62,530

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Forward,	505	3,467	7,959	62,530
Mulconroy, James J., 1215 Market St., Phila.		5		
Maule, Frances J., 21 S. 21st St., Phila.		40		
Mitchell, Ernest, 85 Leonard St., N. Y.			83	64
Mitchell, Est. of M. B., 85 Leonard St., N. Y.			87	62
Mayer, Max, 473 Broadway, N. Y.				50
Mayer, Hattie, (Mrs.), 316 7th St., N. W., Washington, D. C.				300
Neff, Howard L., 115 Walnut St., Phila.	14			
Nolan, Thomas B., 1613 Q St., N. W., Wash.	21			
Nolan, Angeline, 1613 Q St., N. W., Wash.	19			
Nolan, B. A., 1613 Q St., N. W., Wash.	5			
Nordlinger, Gerson, 2032 N St., N. W., Washington, D. C.			150	
Nordlinger, Henrietta (Mrs.), 1834 Oregon Ave., N. W., Washington, D. C.			63	562
Nordlinger, J. W., Stewart Bldg., Washington, D. C.			260	1,620
Nordlinger, Meyer, 3107 M St., N. W., Washington, D. C.			25	525
Parvin, Thomas S., 926 Stephen Girard Bldg., Phila.	10	420		
Pierce, W. A. D., 2004 Mt. Vernon St., Phila.		50		
Pierce, Geo. Willis, 125 Milk St., Boston, Mass.			125	
Printzenhoff, Henry F., 434 Preston St., Phila.		200		
Paul, Henry S., 1418 N. 8th St., Phila.		375		
Pellinger, George, 574 Broadway, N. Y.			100	
Putzell, Estelle, c/o Asiel, Putzell & Co., 586 Broadway, N. Y.			75	50
Forward,	574	4,577	8,932	65,763

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Forward,	574	4,577	8,932	65,763
Potsdamer, Naphtali, 925 Chestnut St., Phila.				10
Rosenbaum, S., 34 W. 14th St., N.Y.			65	62
Rosenbaum, Carl, 112 Greene St., N.Y.			175	125
Rosdal, Theo. Sington, 473 Broadway, N.Y.			150	625
Rosenthal, Fannie, Hotel Vendome, 41st & Broadway, N.Y.			20	
Rowe, Louis, 927 N. 19th St., Phila.			37 1/2	31 1/2
Reizenstein, Leon, 623 Pennsylvania Ave., N.W., Washington, D.C.				50
Strouse, Est. of Benjamin, 13 N. Front St., Phila.	17			
Strouse, Henry L., 713 Arch St., Phila.			37 1/2	31 1/2
Stoughton, J. Prescott, 3341 Park Ave., Phila.		22 1/2		
Sanders, Joseph, 629 G St., N.W., Washington, D.C.			10	100
Salinger, Emile, 586 Broadway, N.Y.			25	25
Samstag, Henry, 557 Broadway, N.Y.			150	125
Sicher, D. E., 78 5th Ave., N.Y.			50	
Salinger, J., 473 Broadway, N.Y.				500
Strasburger, Frances (Mrs.), 912 Massachusetts Ave., N.W., Washington, D.C.			25	125
Teller, Helen R., 927 N. 19th St., Phila.			37 1/2	31 1/4
Uffenheimer, Adolph, 2140 N. 18th St., Phila.	18	62 1/2		
Wischman, Herman, S.W. Cor. 4th & Green Sts., Phila.	145			
Wise, August, 335 Market St., Phila.		10		
Wellman, Samuel T., Cleveland, Ohio.		35		
Windrim, James H., 1107 Walnut St., Phila.		63		
Forward,	754	4,770	9,712 1/2	67,603 3/4

Depositor	Berliner Gramophone Company. -- Original Stock Shares	Berliner Gramophone Company. -- Voting Trust Stock Shares	U. S. Gramophone Company. -- Preferred Stock Shares	U. S. Gramophone Company. -- Common Stock Shares
Forward,	754	4,770	9,712½	67,603¾
Windrim, John T., 1107 Walnut St., Phila.		62		
Warner, George, 728 Drexel Bldg., Phila.		125		
Warner, J. M. Bullitt Bldg., Phila.		7		
Warner, R. W., 135 Greene St., N.Y.			25	
Wine, Louis D., 1304 F St., N.W., Wash- ington, D.C.			250	250
Whelan, Catharine V., 1421 33d St., N.W., Washington, D.C.			275	250
Waring, Wm. L., 71 Franklin St., N.Y.			125	125
Wimpfheimer, Charles A., 137 Spring St., N.Y.			75	75
West, Sidney, 623 Pennsylvania Ave., N.W., Washington, D.C.				50
Weisl, Millicent K. (Miss), 11 W. 106th St., N.Y.				11
Weisl, Anna (Mrs.), 11 W. 106th St., N.Y.				64
Weil, Rosa, c/o Chas. A. Wimpfheimer, 137 Spring St., N.Y.				25
Young, S. E., 802 7th St., N.W., Washington, D.C.			20	
Total,	754	4,964	10,482½	68,453¾

Am. f. W. Jones

SUBSCRIBERS TO ADAMSON AGREEMENT OF 5 JUNE, 1900, WHO HOLD
UNITED STATES GRAMOPHONE COMPANY'S PREFERRED STOCK CERTIFICATES

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
E. Berliner	1717 P St., N. W., Washington, D. C.	5,000
E. Berliner	"	625
I. W. Nordlinger	Stewart Bldg., Washington	260
Gerson Nordlinger	3032 N St., N. W., "	149
Louis Eiseman	7th & E Sts., N. W. "	345
Meyer Nordlinger	3107 M St., N. W. "	25
Mrs. Catherine V. Whelan	1421 33d St., N. W. "	275
Frances Strasburger	912 Mass. Ave., N. W."	25
Sostman E. Young	802 7th St., N. W. "	20
Louis D. Wine	1304 F St., N. W. "	250
Mrs. Cora Berliner	1717 P St., N. W. "	62
Mrs. Henrietta Nord- linger	1834 Oregon Ave., N. W. Washington, D. C.	63
Louis Garthe	1410 Pa. Ave., N. W., Washington, D. C.	50
Helen R. Teller	927 N. 19th St., Phila.	37 $\frac{1}{2}$
Louis Rowe	"	37 $\frac{1}{2}$
R. M. Warner	135 Green St., New York City	25
Ernest Mitchell	74 Leonard St., "	88
M. B. Mitchell Estate, per E. H.	" "	87
Chas. A. Wimpfheimer	137 Spring St., "	75
Morris Green	826 Lex. Ave., "	175
Albert Behrend	355 Broadway, "	150
F. Berenbroick by Max Mayer, Agt.	59 Wall St., "	25
Emile Salinger by Max Mayer, Agt.	Care L. N. Asiel & Co., Broadway, New York City	25
Estelle Putzel by Albert Behrend, Agt.	"	75

carried forward..... 7,949

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Brought forward, ...		7,949
Ottillie Kothe by Wm. Kothe, Agt.	543 Union Pl., Union Hill, Weehawkin P. O., N. J.	125
Wm. L. Waring,	91 Franklin St., New York City	125
Geo. Pellingner,	568 Broadway, New York City	100
Henry Samstag by Chas. Green, Agt.	Samstag, Hilder Bros., Broadway, New York City	150
William Jonas	110 Wooster St., New York City	25
Henry Newman J. Klannary, Atty.	Care Henry Newman & Co., Broadway near Houston, N. Y.	60
G. Heidelberg	443 Broadway, New York City	97
Sigmund Kaufman	93 Crosby St., "	10
Isaac Kaufman	141 Wooster St., "	10
J. B. Bloomingdale A. A. Asher, Agent	Care Bloomingdale Bros., New York City	50
D. E. Sicher A. A. Asher, Agt.	109 Wooster St., New York City	50
Carl Rosenbaum	725 Broadway, "	175
S. Bernhardt by Max Mayer, Agt.	473 Broadway, "	87
Theo. Sington Rosdal by Max Mayer, Agt.	473 Broadway, "	150
Lewis Goldsmith By I. Nordlinger, Agt.	889 Park Ave., "	50
Ignatz Boskowitz by I. Nordlinger, Agt.	32 W. 72d St., "	25
Fannie Rosenthal, per J. Auerbach, Attorney	The Vendome, 41st & Broadway, New York City	20
Louis Auerbach per Joseph Auerbach, Attorney	836 Broadway, New York City	500
S. Rosenbaum by I. W. Nordlinger, Attorney	34-44 West 14th St., "	63
H. M. Cross by I. W. Nordlinger, Agt.	19 Barclay St., "	90
Geo. W. Pierce, by I. W. Nordlinger, Atty.	125 Milk St., Boston, Mass.	125
carried forward, ...		10,036

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
	Brought forward, ...	10,036
Joseph Sanders	629 S St., N. W., Washington	10
Max Levy	145 Maplewood Ave.	250
Chas. Elias	816 Walnut St.	<u>37 $\frac{1}{2}$</u>
	Total, ...	10,333 $\frac{1}{2}$

SUBSCRIBERS TO ADAMSON AGREEMENT OF 5 JUNE, 1900, WHO HOLD
UNITED STATES GRAMOPHONE COMPANY'S COMMON STOCK CERTIFICATES

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
E. Berliner	1717 P St., N. W., Washington	45,000
H. S. Dinkelspiel	8 Washington Pl., New York	100
E. Berliner	1717 P St., N. W., Washington	3,688
I. W. Nordlinger	Stewart Bldg., Washington, D. C.	1,615
Herman Greenbaum	16 Hanover St., Baltimore, Md.	50
Louis Eiseman	7th & E Sts., N. W., Washington	1,270
Leon Reizenstein	623 Pa. Ave., N. W., "	50
Sidney West	" "	50
Reuben Harris	7th & D Sts., N. W., "	200
Samuel Ganss	713 D St., N. W., "	100
Mrs. Catherine V. Whelan	1421 33d St., N. W., "	250
Mrs. Clara Fischer	1319 7th St., N. W., "	50
Mrs. Hattie Mayer	314 7th St., N. W., "	500
Isaac Gans	Care Saks & Co., "	50
Frances Strasburger	912 Mass. Ave., N. W., "	125
Louis D. Wine	1304 F St., N. W., "	250
Mrs. Cora Berliner	1717 P St., N. W., "	563
Mrs. Henrietta Nordlinger	1834 Oregon Ave., N. W., "	562
Louis Garthe	1410 Pa. Ave., N. W., "	95
Richard Esdorf	918 N St., N. W., "	10
Maria G. Wilson	Lanham, Md.	250
Helen R. Teller	927 N. 19th St., Phila.	31 $\frac{1}{2}$
Louis Rowe	"	31 $\frac{1}{2}$
Mrs. Anna Weisl	11 W. 106th St., New York City	64
Miss Millicent K. Weisl	"	11
Ernest Mitchell	74 Leonard St., New York City	64
M. B. Mitchell Est. per E. M.	"	62

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Brought forward,.....		54,891 $\frac{1}{2}$
Chas. A. Wimpfheimer	137 Spring St., New York City	75
Julia Goldsmith per Chas. A. Wimpf- heimer, Atty.	Care A. Wimpfheimer & Bro., 131 Spring St., New York City	25
Rosalie Weil per Chas. A. Wimpf- heimer, Atty.	"	25
Morris Green	826 Lex. Ave., New York City	126
Albert Behrend	355 Broadway, New York City	500
Max Mayer	473 Broadway, New York City	50
Emile Salinger by Max Mayer, Agt.	Care L. N. Asiel & Co., Broadw ay, New York City	25
Estelle Putzel per Albert Behrend, Agt.	"	50
Ottillie Kothe, Wm. Kothe, Agt.	543 Union Pl., Union Hill, Weehawkin P. O., N. J.	125
Wm. L. Waring,	91 Franklin St., New York City	125
Henry Samstag, per Chas. Green, Agt.	Care of Samstag, Hilder Bros. Broadway, New York City	125
William Jonas	110 Wooster St., New York City	75
Sylvan Bier	18 E. 23d St., New York City	125
G. Heidelberg	443 Broadway, New York City	62
Sigmund Kaufman	93 Crosby St., "	10
Isaac Kaufman	141 Wooster St., New York City	10
Carl Rosenbaum	725 Broadway, New York City	125
S. Bernhardt by Max Mayer, Agt.	473 Broadway, "	1,000
Miss Else Frensdorf by Max Mayer, Agt.	Care S. Bernhardt, 473 Broadway, New York City	4
Theo. Sington Rosdal by Max Mayer, Agt.	473 Broadway, New York City	625
Isidor Salinger by Max Mayer, Agt.	Rochester, N. H.	500
Dr. M. Deschere by Max Mayer, Agt.	334 W. 58th St., New York City	200
Lewis Goldsmith by I. W. Nordlinger, Agt.	889 Park Ave., New York City	50
carried forward,.....		58,923 $\frac{1}{2}$

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Brought forward,.....		58,928 $\frac{1}{2}$
Hattie J. Auerbach per J. Auerbach, Attorney	811 L St., N. W., Washington	274
Louis Auerbach per Joseph Auerbach, Attorney	836 Broadway, New York City	500
S. Rosenbaum by I. W. Nord- linger, Atty.	34-44 West 14th St., New York	62
John C. Graham	307 1st St., S. E., Washington	50
Joseph Sanders	629 S St., N. W., Washington	100
Naphtals Potsdamer	925 Chestnut St., Phila.	10
Max Levy	145 Maplewood Ave.	740
Chas. Elias	816 Walnut Street	31 $\frac{1}{4}$
Joseph Auerbach	623 Pa. Ave., N. W., Washington	5,800
Meyer Nordlinger	3107 M St., N. W., "	<u>525</u>
Total,.....		67,020 $\frac{3}{4}$

SUBSCRIBERS TO ADAMSON AGREEMENT OF 5 JUNE, 1900, WHO HOLD
BERLINER GRAMOPHONE COMPANY'S STOCK CERTIFICATES

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>
Thomas S. Parvin	1321 S. Broad Street, Phila.	10
Charles Goldsmith	1710 N. 13th Street, Phila.	20
Adolph Uffenheimer	2140 N. 18th Street, Phila.	18
Meyer B. Strouse	1529 N. 6th Street, Phila.	16
Benjamin Strouse	1434 N. 17th St., Phila.	17
Geo. F. Sultzbach	1846 N. 16th St., Phila.	10
William J. Doyle	1509 Sansom St., Phila.	35
James G. Doat by Wm. J. Doyle	1509 Sansom St., Phila.	35
Percival S. Jones	135 Broadway, N. Y. City	50
William C. Jones by P. S. Jones	135 Broadway, N. Y. City	704
Joseph W. Jones	135 Broadway, N. Y. City	<u>50</u>
Total, ...		965

100

50

..... 3,857

Univ of Wyoming

SUBSCRIBERS TO ADAMSON AGREEMENT OF 5 JUNE, 1900, WHO HOLD
BERLINER GRAMOPHONE COMPANY'S VOTING TRUST CERTIFICATES OF 1899

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>
Thomas S. Parvin	1321 S. Broad St., Phila.	420
Emile Berliner	1717 P St., N. W., Washington, D. C.	450
Thos. L. Latta	3819 Spruce St., Phila.	310
Joseph Goldsmith	2003 Park Ave., Phila.	303
Henry S. Paul	1420 N. 8th St., Phila.	375
Max H. Biernbaum	1834 Diamond St., Phila.	50
J. Prescott Stoughton	3341 Park Ave., Phila.	22 $\frac{1}{2}$
Elizabeth L. Gleason	1432 S. 13th St., Phila.	8
Adolph Uffenheimer	2140 N. 18th St., Phila.	62 $\frac{1}{2}$
George Warner	1506 N. 17th St., Phila.	125
W. S. Lloyd	4110 Spruce St., Phila.	550
Eldridge R. Johnson	1907 North 32d St., Phila.	50
Charles Goldsmith	1710 N. 13th St., Phila.	10
Marcus Katz	925 Franklin St., Phila.	70
Augustus Bacharach	1517 N. 7th St., Phila.	70
Simon Bacharach	1222 N. 7th St., Phila.	84
Marks Bacharach	533 Market St., Phila.	50
Bernard Levy	3205 Diamond St., Phila.	10
Solomon Bacharach	533 Market St., Phila.	17
S. Goldsmith	1710 N. 13th St., Phila.	10
Jacob M. Engel	2251 N. Broad St., Phila.	20
L. Lisberger	335 Market St., Phila.	10
August Wise	335 Market St., Phila.	10
Joseph Auerbach	Washington, D. C.	50
Frederick T. Bickford	" " "	540
Maurice S. Lewin, Exr.	948 Franklin St., Phila.	30
John S. Gustine	1813 Pine St., Phila.	100
W. A. D. Pierce	2004 Mt. Vernon St., Phila.	50

Carried forward, ... 3,857

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Brought forward,.....		3,857
Francis I. Maule	402 Sansom Street	40
James J. Mulconroy	1215 Market St., Phila.	5
Jno. Massey	2004 Mt. Vernon St., Phila.	30
Samuel W. Latta by Thos. L. Latta	3626 Baring St., Phila.	10
Jas. H. Windrim	1107 Walnut St., Phila.	63
Jno. T. Windrim	1107 Walnut St., Phila.	62
Chas. W. Davis	Old Navy Yard	10
William J. Doyle	1509 Sansom Street	125
James G. Doat by William J. Doyle	1509 Sansom St., Phila.	125
Louis H. Manko	2333 N. 18th St., Phila.	25
Josiah L. Webster	Providence, R. I.	300
Wm. Hammersley	839 N. 41st St., Phila.	5
J. F. Jones	3902 Chestnut St., Phila.	10
Wm. J. Armstrong	4033 Baring St., Phila.	310
H. F. Printzenhoff	434 Preston St., Phila.	200
Samuel T. Wellman	Cleveland, O.	<u>35</u>
Total,.....		5,212

THIS AGREEMENT, Made 5 June, 1900, between CHARLES ADAMSON (Purchaser), and the undersigned, holders of the stock and Voting Trust Certificates of the Berliner Gramophone Company and the stock of the United States Gramophone Company (Vendors),

WITNESSETH THAT:

IN CONSIDERATION OF mutual promises, the vendors promise other and promise the purchaser to sell, and the purchaser promises the said vendors to buy, at the prices and on the terms and conditions hereinafter stated, the said stock and Voting Trust Certificates held by the vendors,--that is to say:

1. For every share of stock of the Berliner Gramophone Company (par value, \$100), whether represented by original certificates or by Voting Trust Certificates, the price shall be \$110, payable, \$50 in the 5 per cent Gold collateral Trust Certificates hereinafter described, at par, and \$60 in the new common stock hereinafter described, at par;

2. For every share of common stock of the United States Gramophone Company (par value, \$10), the price shall be \$11, payable, \$5 in the 5 per cent Gold collateral Trust Certificates hereinafter described, at par, and \$6 in the new common stock hereinafter described, at par;

3. For every share of preferred stock of the United States Gramophone Company (par value, \$10),--ex dividend of 3 per cent now due,--the price shall be \$15, payable, \$10 in the 5 per cent Gold collateral Trust Certificates hereinafter described, at par, and \$5 in the new common stock hereinafter described, at par;

4. The purchaser proposes to sell and transfer the stock acquired by him under this agreement to the Consolidated Talking Machine Company of America, or other new corporation to be organized under the laws of the State of New Jersey, with a capital, of which \$250,000 shall be 5 per cent non-cumulative preferred stock, to be placed in the treasury of the new Company, and to be sold only for its benefit, and the balance, to an amount to be agreed upon between the said new corporation and the purchaser, not exceeding \$1,750,000, shall be common stock--out of which he is to transfer and deliver to the vendors in this agreement, subject to a voting trust as hereinafter prescribed, the new common stock above mentioned. The purchaser further proposes that the ~~xxxxxxx~~ new corporation shall cause to be issued and delivered to him 5 per cent Gold collateral Trust Certificates, running 20 years, and secured by a deposit with a Philadelphia trust company, of all stocks of the Berliner Gramophone Company and the United States Gramophone Company acquired by him under this agreement, and such other securities as may be deemed desirable to acquire--the form, terms and maximum amount of the said certificates to be agreed upon between him and the said new corporation; and with these said 5 per cent Gold collateral Trust Certificates the purchaser proposes to make the deliveries of collateral trust certificates contemplated by this agreement as above;

5. All the new common stock, except a sufficient amount to qualify directors, shall be transferred to Charles Adamson, Thomas S. Parvin and Emile Berliner, and such other person or persons as may be mutually agreed upon and designated by them, to hold and vote as Trustees for a period of ten years for the additional security of the said 5 percent Gold collateral Trust Certificates. The new stock to be issued to the vendors in this agreement will therefore be the trust certificates of the said voting trust;

6. The purchaser proposes to take from the new corporation an agreement on its part to list its stock, its Voting Trust Certificates and the 5 per cent Gold Collateral Trust Certificates on the Philadelphia Stock Exchange;

7. All stock certificates of the Berliner Gramophone Company, except enough to qualify directors, all Voting Trust Certificates representing stock in that company, and all stock certificates of the United States Gramophone Company held by the vendors signing this agreement, except enough to qualify directors, shall, on notice from the purchaser, be deposited with a Philadelphia Trust Company, to be designated by the purchaser, in exchange for deposit receipts, which in turn will be exchanged for 5 per cent Gold Collateral Trust Certificates and new common stock when ready for delivery;

8. The purchaser reserves the right to cancel and terminate this agreement, unless, before 1 July, 1900, this agreement has been signed by holders of a majority in interest of the stock of the Berliner Gramophone Company;

9. Signatures on counterparts hereof shall be equivalent to signatures hereon.

WITNESS the following signatures and seals, the day and year aforesaid.

Purchaser. (Seal).

VENDORS

<u>Names</u>	<u>Seals</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Kinds of Shares</u>
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____
_____	(SEAL).	_____	_____	_____

(10¢ Internal Revenue Stamp cancelled.)

CERTIFICATE OF INCORPORATION

- OF -

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

Registered Office with
The Corporations' Company,
Camden, New Jersey.

THIS IS TO CERTIFY, that we, the undersigned, do hereby associate ourselves into a corporation pursuant to the provisions of an Act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations, Revision of 1896," and the various acts amendatory thereof and supplemental thereto, for the purposes, and in furtherance and not in limitation of the general powers conferred by the laws of the State of New Jersey with the powers, hereinafter mentioned, and to that end we do by this our certificate set forth:

FIRST: That the name assumed to designate the corporation and to be used in its business and dealings is

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

SECOND: That the principal office in this State is to be situated in Camden, in the County of Camden, and the business of the corporation is to be conducted therein, and in such other places in the State as the nature and progress of the business of the corporation shall from time to time render necessary or desirable.

The corporation shall also have power to conduct its business in all its branches, and have one or more offices and unlimitedly to hold, purchase, mortgage and convey real and personal property outside the State of New Jersey, in any or all of the several States and Territories of the United States, and in the District of Columbia, and in any or all Foreign Countries, and in Colonial possessions and territorial acquisitions of the United States.

The location of the principal office in New Jersey is #127 Market Street, Camden, and the name of the agent therein and in charge thereof, and upon whom process may be served is THE CORPORATIONS' COMPANY.

THIRD: That the objects for which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, or otherwise, viz:

To manufacture, buy and otherwise acquire, to own, store, use and operate, and to rent, sell, deal in and distribute, all kinds of records of sound, all kinds of machinery, equipment and tools for making and recording sound, all kinds of machines, instruments and appliances for reproducing, transmitting and uttering sound, and all kinds of mechanical and other devices, and materials and supplies useful or convenient in recording, reproducing, transmitting and uttering sound, and in storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments and appliances;

To acquire, by purchase, lease or otherwise, to own, hold and operate, and to dispose of by sale, lease or otherwise, laboratories for experimental purposes in recording, reproducing, transmitting and uttering sound, and plants and other

facilities of all kinds for manufacturing, storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments, appliances, devices, materials and supplies;

To manufacture, purchase, or otherwise acquire, hold, own, mortgage, sell, assign and transfer, invest, trade, deal in and deal with goods, wares and merchandise, and property of every class and description;

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise;

To procure the corporation to be registered or recognized, to have one or more offices, to carry on all or any of its operations and business, and unlimitedly and without restriction to hold, purchase, mortgage, and convey real and personal property in any state or territory of the United States, and in any foreign country or place.

To do all and everything necessary, suitable or proper, for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore and hereinafter enumerated, which shall at any time appear for the benefit of the corporation, and in general to carry on any other business (whether manufacturing or otherwise) which may seem to the corporation capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, introduce and sell, assign or otherwise dispose of, any and all trade-

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marks, formulae, secret processes, trade names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under letters patent or otherwise, of the United States or of any other country; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any and all such trade-marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired, and, with a view to the working and development of the same, to carry on any business, whether manufacturing, or otherwise, which the corporation may think calculated directly or indirectly to effectuate these objects;

To enter into, make, perform and carry out contracts of every sort and kind, with any person, firm, association, corporation, private, public or municipal, or body politic, and with the government of the United States, or any state, territory or colony thereof, or any foreign government; to purchase, lease, exchange, hire or otherwise acquire any and all rights, privileges, permits, or franchises suitable or convenient for any of the purposes of its business;

To hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of and any bonds, debentures or other evidences of indebtedness created by any other corporation or corporations, and, while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation whenever proper or necessary for the business of the corporation in the judgment of its directors; and provided the required authority be first obtained from the board of directors for

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that purpose;

To cause or allow the legal title, estate and interest in any property acquired, established, or carried on by the company to remain or be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agents or nominees of this Company, or upon any other terms or conditions which the board of directors may consider for the benefit of this Company, and to manage the affairs, or take over and carry on the business of such Company or Companies so formed or to be formed, either by acquiring the shares, stocks, or other securities thereof, or otherwise howsoever, and to exercise all or any of the powers of holders of shares stocks, or securities of such corporations and to receive and distribute as profits the dividends and interest on such shares, stock, or securities.

The corporation shall have power to merge and consolidate with any one or more corporations, whether organized or to be organized under the laws of New Jersey or elsewhere, for the purpose of carrying on any kind of business of the same or a similar nature to that which this corporation is authorized to conduct, which consolidated Company may be any one of said merging corporations, or a new company or be formed by means of such consolidation.

FOURTH: The total authorized capital stock of the corporation is \$2,000,000, divided into 20,000 shares of the par value of \$100 each.

Of such total authorized capital stock, 2,500 shares amounting to \$250,000 shall be preferred stock, and 17,500 shares, amounting to \$1,750,000 shall be common stock.

The preferred stock shall be entitled, out of any and all surplus net profits, whenever declared by the Board of

Directors, to non-cumulative dividends at the rate of, but not exceeding, 5 per cent per annum, for the fiscal year beginning on the 1st day of January, A.D. 1901, and for each and every fiscal year thereafter, payable in preference and priority to any payment of any dividend on the common stock for any such fiscal year. In addition thereto, in the event of the dissolution of the corporation, the holders of the preferred stock shall be entitled to receive the par value of their preferred shares out of the surplus funds of the corporation, after payment of debts, before anything shall be paid therefrom to the holders of the common stock.

The Common stock shall be subject to the prior rights of the holders of the preferred stock as herein declared. If, after providing for the payment of full dividends for any fiscal year on the preferred stock, there shall remain any surplus net profits of such year, any and all such surplus net profits of such year, and of any other fiscal year for which full dividends shall have been paid on the preferred stock, shall be applicable to dividends upon the common stock when and as from time to time the same shall be declared by the Board of Directors, and out of any such surplus net profits after the close of any fiscal year, the Board of Directors may pay dividends upon the common stock of the corporation for such fiscal year, but not until after the dividends upon the preferred stock for such fiscal year shall have been actually paid or provided and set apart.

From time to time the preferred stock and the common stock shall be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

The Company shall have power, on any increase of the capital of the Company over \$2,000,000, to create two or more kinds of stock of such classes, with such denominations,

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preferences and voting power or restriction or qualification thereof as shall be lawfully prescribed in any resolution at a general meeting of Stockholders passed by the holders of a majority in interest, being not less than two-thirds of the capital stock of the Company actually issued and outstanding present in person or by proxy at such meeting, provided that at no time shall the total amount of the preferred stock exceed two-thirds of the actual capital of the Company paid in cash or property.

The Board of Directors may, before the issue of any new shares of the capital stock, determine that the same, or any part thereof, shall be offered in the first instance to all of the then shareholders, in proportion to the amount of the capital stock held by them, or make any other provision as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital stock of the Company.

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock, from time to time, to such extent and in such manner and upon such terms as its Board of Directors may determine; and neither the property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or a majority of the Stockholders.

FIFTH: The names and post-office addresses of the incor-

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porators and the number of shares of common stock subscribed for by each, the aggregate of such subscriptions (namely \$1,000) being the amount of the capital stock with which the Company will commence business, are as follows:

Name	Post Office Addresses.	Number of Shares.
Norman Grey	127 Market St., Camden, N.J.	8
William H. Chew	ditto	1
Edward H. Chew	ditto	1

SIXTH: That the existence of said corporation shall begin on day of the filing of this certificate in the office of the Secretary of State of New Jersey, and it shall continue perpetually.

SEVENTH: The following provisions for the regulation of the business and the conduct of the affairs of the corporation and the following limitations and regulations of the powers of the corporation, the directors, and the stockholders, are hereby created.

1. The Board of Directors shall have power without the assent or vote of the Stockholders (unless the By-Laws direct otherwise) from time to time to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation, and to sell, assign, transfer, mortgage or otherwise dispose of the whole property of this corporation.

2. The Directors shall at any time sell or dispose of all or any part of the real estate, personal property or other assets of any kind or nature, that may be owned by the Company on the request of a majority of all the Stockholders, preferred and common, to be evidenced by a vote of a meeting called on two weeks' notice, or by a writing under the

signature of a majority of said stockholders. Said sale shall be made for cash or in exchange for other property as may be directed by said stockholders.

3. The corporation may in its by-laws confer powers additional to the foregoing upon the Directors, and may prescribe the number necessary to constitute a quorum of its Board of Directors, which number may be less than a majority of the whole number.

4. The corporation may in its by-laws provide for voting trusts, the issuing of trust certificates and the making of trust agreements for any lawful purpose.

5. The Directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no Stockholder shall have any right of inspecting any account or book or document of the corporation, except as conferred by statute or authorized by the Directors or by a resolution of the Stockholders.

6. The Directors may hold their meetings, and have an office, and keep the books of the corporation (except the stock and transfer books) outside of this State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this Sixth day of July 1900.

In Presence of

B. F. Haywood Shreve

Norman Grey

(L.S.)

Wm. H. Chew

(L.S.)

Edward H. Chew

(L.S.)

State of New Jersey

ss:

County of Camden

BE IT REMEMBERED that on this sixth day of July A.D. Nineteen Hundred before me a Master in Chancery of New Jersey personally appeared Norman Grey, William H. Chew and Edward H. Chew who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them, and each of them, the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

B. F. Haywood Shreve,

M. C. C.

Received in the Clerk's Office of the County of Camden, on the seventh day of July A.D. 1900, and recorded in Book 15 of Incorporated Business Companies for said County, page 575.

Robt L. Barber,

Clerk.

Endorsed

"Filed Jul 9 1900,

George Wurts,

Secretary of State."

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(10¢ Internal Revenue Stamp Cancelled.)

W. H. H.
1916

or all Foreign CERTIFICATE OF INCORPORATION

-OF-

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

Registered Office with
The Corporations' Company,
Camden, New Jersey.

THIS IS TO CERTIFY, that we, the undersigned, do hereby associate ourselves into a corporation pursuant to the provisions of ~~an Act of~~ the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations, Revision of 1896," and the various acts amendatory thereof and supplemental thereto, for the purposes, and in furtherance and not in limitation of the general powers conferred by the laws of the State of New Jersey with the powers, hereinafter mentioned, and to that end we do by this our certificate set forth:

FIRST: That the name assumed to designate the corporation and to be used in its business and dealings is

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

SECOND: That the principal office in this State is to be situated in Camden, in the County of Camden, and the business of the corporation is to be conducted therein, and in such other places in the State as the nature and progress of the business of the corporation shall from time to time render necessary or desirable.

The corporation shall also have power to conduct its business in all its branches, and have one or more offices and unlimitedly to hold, purchase, mortgage and convey real and personal property outside the State of New Jersey, in any or all of the several States and Territories of the United States, and in the District of Columbia, and in any

or all Foreign Countries, and in Colonial possessions and territorial acquisitions of the United States.

The location of the principal office in New Jersey is #127 Market Street, Camden, and the name of the agent therein and in charge thereof, and upon whom process may be served is the THE CORPORATIONS' COMPANY.

THIRD: That the objects for which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, or otherwise, viz:

To manufacture, buy and otherwise acquire, to own, store, use and operate, and to rent, sell, deal in and distribute, all kinds of records of sound, all kinds of machinery, equipment and tools for making and recording sound, all kinds of machines, instruments and appliances for reproducing, transmitting and uttering sound, and all kinds of mechanical and other devices, and materials and supplies useful or convenient in recording, reproducing, transmitting and uttering sound, and in storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments and appliances:

To acquire, by purchase, lease or otherwise, to own, hold and operate, and to dispose of by sale, lease, or otherwise, laboratories for experimental purposes in recording, reproducing, transmitting and uttering sound, and plants and other facilities of all kinds for manufacturing, storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments, appliances, devices, materials and supplies:

To manufacture, purchase, or otherwise acquire, hold, own, mortgage, sell, assign and transfer, invest, trade, deal in and deal with goods, wares, and merchandise, and property of every class and description;

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage pledge or otherwise;

To procure the corporation to be registered or recognized to have one or more offices, to carry on all or any of its operations and business, and unlimitedly and without restriction to hold, purchase, mortgage, and convey real and personal property in any state or territory of the United States, and in any foreign country or place.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore and hereinafter enumerated which shall at any time appear for the benefit of the corporation, and in general to carry on any other business (whether manufacturing or otherwise) which may seem to the corporation capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, introduce and sell, assign or otherwise dispose of, any and all trademarks, formulae, secret processes, trade names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under letters patent or otherwise, of the United States or of any other country; and to

use, exercise, develop, grant licenses in respect of, or otherwise turn to account any and all such trade-marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired, and, with a view ~~to~~ to the working and developement of the same, to carry on any business, whether manufacturing, or otherwise, which the corporation may think calculated directly or indirectly to effectuate these objects;

To enter into, make, perform and carry out contracts of every sort and kind, with any person, firm, association, corporation, private, public or municipal, or body politic, and with the government of the United States, or any state, territory or colony thereof, or any foreign government; to purchase, lease, exchange, hire or otherwise acquire any and all rights, privileges, permits, or franchises suitable or convenient for any of the purposes of its business;

To hold, purchase or otherwise acquire, to sell, assign transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of and any bonds, debentures or other evidences of indebtedness created by any other corporation or corporations, and, while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation whenever proper or necessary for the business of the corporation in the judgment of its directors; and provided the required authority be first obtained from the board of directors for that purpose;

To cause or allow the legal title, estate and interest in any property acquired, established, or carried on by the

company to remain or be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agents or nominees of this Company, or upon any other terms or conditions which the board of directors may consider for the benefit of this Company, and to manage the affairs, or take over and carry on the business of such Company or Companies so formed or to be formed, either by acquiring the shares, stocks, or other securities thereof, or otherwise, howsoever, and to exercise all or any of the powers of holders of shares stocks or securities of such corporations and to receive and distribute as profits the dividends and interest on such shares, stock, or securities.

The corporation shall have power to merge and consolidate with any one or more corporations, whether organized or to be organized under the laws of New Jersey or elsewhere for the purpose of carrying on any kind of business of the same or a similar nature to that which this corporation is authorized to conduct, which consolidated Company may be any one of said merging corporations, or a new company or be formed by means of such consolidation.

FOURTH: The total authorized capital stock of the corporation is \$2,000,000, divided into 20,000 shares of the par value of \$100 each.

Of such total authorized capital stock, 2,500 shares amounting to \$250,000 shall be preferred stock, and 17,500 shares, amounting to \$1,750,000 shall be common stock.

The preferred stock shall be entitled out of any and a surplus net profits, whenever declared by the Board of Directors, to non-cumulative dividends at the rate of, but not exceeding, 5 per cent per annum, for the fiscal year beginning on the 1st day of January, A. D. 1901, and for ea

and every fiscal year thereafter, payable in preference and priority to any payment of any dividend on the common stock for any such fiscal year. In addition thereto, in the event of the dissolution of the corporation, the holders of the preferred stock shall be entitled to receive the par value of their preferred shares out of the surplus funds of the corporation, after payment of debts, before anything shall be paid the reform to the holders of the common stock.

The Common stock shall be subject to the prior rights of the holders of the preferred stock as herein declared. If, after providing for the payment of full dividends for any fiscal year on the preferred stock, there shall remain any surplus net profits of such year, any and all such surplus new profits of such year, and of any other fiscal year for which full dividends shall have been paid on the preferred stock, shall be applicable to dividends upon the common wtock when and as from time to time the same shall be declared by the Board of Directors, and out of any such surplus net profits after the close of any fiscal year, the Board of Directors may pay dividends ypon the common stock of the corporation for such fiscal year, but not until after the dividends upon the preferred stock for such fiscal year shall have been actually paid or provided and set apart.

From time to time the preferred stock and the common stock shall be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

The Company shall have power, on any increase of the capital of the Company over \$2,000,000 to create two or more kinds of stock of such classes, with such denominations, preferences and voting power or restriction or qualification thereof as shall be lawfully prescribed in any resolution at a general meeting of Stockholders passed by the holders

of a majority in interest, being not less than two-thirds of the capital stock of the Company actually issued and outstanding present in person or by proxy at such meeting, provided that at no time shall the total amount of the preferred stock exceed two-thirds of the actual capital of the Company paid in cash or property.

The Board of Directors may, before the issue of any new shares of the capital stock, determine that the same, or any part thereof, shall be offered in the first instance to all of the then stockholders, in proportion to the amount of the capital stock held by them, or make any other provision as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital stock of the company.

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock, from time to time, to such extent and in such manner and upon such terms as its Board of Directors may determine; and neither the property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or a majority of the Stockholders.

FIFTH: The names and post-office addresses of the incorporators and the number of shares of common stock subscribed for by each, the aggregate of such subscriptions (namely \$1,000) being the amount of the capital stock with which the Company will commence business, are as follows:

Name.	Post Office Addresses.	Number of Shares.
Norman Grey,	127 Market St. Camden N.J.	8
William H. Chew,	ditto	1
Edward H. Chew,	ditto	1

SIXTH: That the existence of said corporation shall begin on day of the filing of this certificate in the office of the Secretary of State of New Jersey, and it shall continue perpetually.

SEVENTH: The following provisions for the regulation of the business and the conduct of the affairs of the corporation and the following limitations and regulations of the powers of the corporation, the directors, and the stockholders, are hereby created.

1. The Board of Directors shall have power without the assent or vote of the Stockholders (unless the By-Laws direct otherwise) from time to time to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation, and to sell, assign, transfer mortgage or otherwise dispose of the whole property of this corporation.

2. The Directors shall at any time sell or dispose of all or any part of the real estate, personal property or other assets of any kind or nature, that may be owned by the Company, on the request of a majority of all the Stockholders, preferred and common, to be evidenced by a vote at a meeting called on two week's notice, or by a writing under the signature of a majority of said stockholders. Said sale shall be made for cash or in exchange for other property as may be directed by said stockholders.

3. The corporation may in its by-laws confer powers

additional to the foregoing upon the Directors, and may prescribe the number necessary to constitute a quorum of its ~~majority~~ Board of Directors, which number may be less than a majority of the whole number.

4. The corporation may in its by-laws provide for voting trusts, the issuing of trust certificates and the making of trust agreements for any lawful purpose.

5. The Directors shall from time to time determine whether and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no Stockholder shall have the right of inspecting any account or book or document of the corporation except as conferred by statute or authorized by the Directors or by a resolution of the Stockholders.

6. The Directors may hold their meetings, and have an office, and keep the books of the corporation (except the stock and transfer books) outside of this State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this Sixth day of July, 1900.

In presence of B. F. Haywood Shreve.

Norman Grey, (L. S.)

Wm. H. Chew, (L. S.)

Edward H. Chew, (L. S.)

State of New Jersey

ss:

County of Camden

BE IT REMEMBERED that on this sixth day of July, A. D. Nineteen Hundred before me a Master in Chancery of New Jersey personally appeared Norman Grey, William H. Chew and Edward H. Chew, who I am satisfied are the persons named in and who executed the foregoing certificate, and I having

first made known to them, and each of them, the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

B. F. Haywood Shreve,

M. C. C.

Received in the Clerk's Office of the County of Camden on the seventh day of July, A. D. 1900, and recorded in Book 15 of Incorporated Business Companies for said County, page 575.

Robt. L. Barber,

Clerk.

Endorsed:

"Filed Jul 9 1900,

George Wurts,

Secretary of State."

S T A T E O F N E W J E R S E Y .

DEPARTMENT OF STATE.

I, George Wurts, Secretary of State of the State of New Jersey, do hereby certify that the foregoing is a true copy of the Certificate of Incorporation of Consolidated Talking Machine Company of America, and the endorsements thereon as the same is taken from and compared with the original filed in my office on the 9th day of July, A. D. 1900, and now remaining on file therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this fourteenth day of September, A. D., 1900.

(SEAL).

George Wurts,

Secretary of
State.

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Consolidated

Talking Machine
COMPANY,
of America

ORGANIZED UNDER THE LAWS OF THE
STATE OF NEW JERSEY.

Charter.

PRINCIPAL OFFICE IN NEW JERSEY

WITH

THE CORPORATIONS' COMPANY
OF NEW JERSEY.

127 MARKET STREET.

CAMDEN, NEW JERSEY.

NORMAN GREY,

COUNSEL,

127 MARKET STREET,

CAMDEN, N. J.

FILED

JUL 5 1900

George Muntz
SECRETARY OF STATE.

Certificate of Incorporation.

—OF—

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

REGISTERED OFFICE WITH
THE CORPORATIONS' COMPANY,
CAMDEN, NEW JERSEY.

This is to Certify, that we, the undersigned, do hereby associate ourselves with a corporation pursuant to the provisions of an Act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations, Revision of 1896," and the various acts amendatory thereof and supplemental thereto, for the purpose, and in accordance and not in limitation of the general powers conferred by the laws of the State of New Jersey with the powers, hereinafter mentioned, and to that end we do by this our certificate set forth:

First: That the name assumed to designate the corporation and to be used in its business and dealings is

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA.

Second: That the principal office in this State is to be situated in Camden, in the County of Camden, and the business of the corporation is to be conducted therein, and in such other places in the State as the nature and progress of the business of the corporation shall from time to time render necessary or desirable.

The corporation shall also have power to conduct its business in all its branches, and have one or more offices and unlimitedly to hold, purchase, mortgage and convey real and personal property outside the State of New Jersey, in any or all of the several States and Territories of the United States, and in the District of Columbia and in any or all Foreign Countries *sublunial possessions and territorial acquisitions of the United States*.

The location of the principal office in New Jersey is 7127 Market Street, Camden, and the name of the agent therein and in charge thereof, and upon whom process may be served is THE CORPORATIONS' COMPANY.

Third: That the objects for which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, or otherwise, viz:

To manufacture, buy and otherwise acquire, to own, store, use and operate, and to rent, sell, deal in and distribute, all kinds of records of sound, all kinds of machinery, equipment and tools for making and recording sound, all kinds of machines, instruments and

to acquire, by purchase, lease or otherwise, to own, hold and operate, and to dispose of by sale, lease or otherwise, laboratories for experimental purposes in recording, reproducing, transmitting and emitting sound, and in storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments and appliances;

To acquire, by purchase, lease or otherwise, to own, hold and operate, and to dispose of by sale, lease or otherwise, laboratories for experimental purposes in recording, reproducing, transmitting and emitting sound, and plants and other facilities of all kinds for manufacturing, storing, using, operating, renting, selling, dealing in and distributing the aforesaid records, machinery, equipment, tools, machines, instruments, appliances, devices, materials and supplies;

To manufacture, purchase, or otherwise acquire, hold, own, mortgage, sell, assign and transfer, invest, trade, deal in and deal with goods, wares and merchandise, and property of every class and description;

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise;

To procure the corporation to be registered or recognized, to have one or more offices, to carry on all or any of its operations and business, and unlimitedly and without restriction to hold, purchase, mortgage, and convey real and personal property in any state or territory of the United States, and in any foreign country or place.

To do all and everything necessary, suitable or proper, for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, which shall at any time appear for the benefit of the corporation, and in general to carry on any other business (whether manufacturing or otherwise) which may seem to the corporation capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, introduce and sell, assign or otherwise dispose of, any and all trade-marks, formulas, secret processes, trade names and distinctive marks, and all inventions, improvements and processes used in connection with or secured under letters patent or otherwise, of the United States or any other country; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any and all such trade-marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired, and, with a view to the working and development of the same, to carry on any business, whether manufacturing, or otherwise, which the corporation may think calculated directly or indirectly to effectuate these objects:

To enter into, make, perform and carry out contracts of every sort and kind, with any person, firm, association, corporation, private, public or municipal, or body politic, and with the government of the United States; or any state, territory or colony thereof, or any foreign government; to purchase, lease, exchange, hire or otherwise acquire any and all rights, privileges, permits or franchises suitable or convenient for any of the purposes of its business;

To hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of and any bonds, debentures or other evidences of indebtedness created by any other corporation or corporations, and, while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

5 To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation whenever proper or necessary for the business of the corporation in the judgment of its directors; and provided the required authority be first obtained from the board of directors for that purpose:

To cause or allow the legal title, estate and interest in any property acquired, established, or carried on by the company to remain or be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agents or nominees of this Company, or upon any other terms or conditions which the board of directors may consider for the benefit of this Company, and to manage the affairs, or take over and carry on the business of such Company or Companies so formed or to be formed, either by acquiring the shares, stocks, or other securities thereof, or otherwise howsoever, and to exercise all or any of the powers of holders of shares, stocks, or securities of such corporations and to receive and distribute as profits the dividends and interest on such shares, stock, or securities.

The corporation shall have power to merge and consolidate with any one or more corporations, whether organized or to be organized under the laws of New Jersey or elsewhere, for the purpose of carrying on any kind of business of the same or a similar nature to that which this corporation is authorized to conduct, which consolidated Company may be any one of said merging corporations, or a new company to be formed by means of such consolidation.

FOURTH: The total authorized capital stock of the corporation is \$2,000,000, divided into 20,000 shares of the par value of \$100 each.

Of such total authorized capital stock, 2,500 shares amounting to \$ 250,000 shall be preferred stock, and 17,500 shares, amounting to \$1,750,000 shall be common stock.

6 The preferred stock shall be entitled, out of any and all surplus plus net profits, whenever declared by the Board of Directors, to non-cumulative dividends at the rate of, but not exceeding, 5 per cent per annum, for the fiscal year beginning on the 1st day of January A. D. 1901, and for each and every fiscal year thereafter, payable in preference and priority to any payment of any dividend on the common stock for any such fiscal year. In addition thereto, in the event of the dissolution of the corporation, the

holders of the preferred stock shall be entitled to receive the par value of their preferred shares out of the surplus funds of the corporation, after payment of debts, before anything shall be paid therefrom to the holders of the common stock.

The Common stock shall be subject to the prior rights of the holders of the preferred stock as herein declared. If, after providing for the payment of full dividends for any fiscal year on the preferred stock, there shall remain any surplus net profits of such year, any and all such surplus net profits of such year, and of any other fiscal year for which full dividends shall have been paid on the preferred stock, shall be applicable to dividends upon the common stock when and as from time to time the same shall be declared by the Board of Directors, and out of any such surplus net profits after the close of any fiscal year, the Board of Directors may pay dividends upon the common stock of the corporation for such fiscal year, but not until after the dividends upon the preferred stock for such fiscal year shall have been actually paid or provided and set apart.

From time to time the preferred stock and the common stock shall be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

The Company shall have power, on any increase of the capital of the Company over \$2,000,000, to create two or more kinds of stock of such classes, with such denominations, preferences and voting power or restriction or qualification thereof as shall be lawfully prescribed in any resolution at a general meeting of stockholders passed by the holders of a majority in interest, being not less than two-thirds of the capital stock of the Company actually issued and outstanding present in person or by proxy at such meeting, provided that at no time shall the total amount of the preferred stock exceed two-thirds of the actual capital of the Company paid in cash or property.

The Board of Directors may, before the issue of any new shares of the capital stock, determine that the same, or any part thereof, shall be offered in the first instance to all of the then shareholders, in proportion to the amount of the capital stock held by

them, or make any other provision as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital stock of the Company.

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock, from time to time, to such extent and in such manner and upon such terms as its Board of Directors may determine; and neither the property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or a majority of the Stockholders.

FIFTH: The names and post-office addresses of the incorporators and the number of shares of common stock subscribed for by each, the aggregate of such subscriptions (namely \$1,000) being the amount of the capital stock with which the Company will commence business, are as follows:

Name.	) Post-Office Addresses.)	Number of Shares.
8 Norman Gray	127 Market St. Camden, N. J.	8
William H. Chew	ditto	1
Edward H. Chew	ditto	1

SIXTH: That the existence of said corporation shall begin on day of the filing of this certificate in the office of the Secretary of State of New Jersey, and it shall continue perpetually.

SEVENTH: The following provisions for the regulation of the business and the conduct of the affairs of the corporation and the following limitations and regulations of the powers of the corporation, the directors, and the stockholders, are hereby created.

1. The Board of Directors shall have power without the assent or vote of the Stockholders (unless the By-Laws direct otherwise) from time to time to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation, and to sell, assign, transfer, mortgage or otherwise dispose of the whole property of this corporation.

2. The Directors shall at any time sell or dispose of all or any part of the real estate, personal property or other assets of any kind or nature, that may be owned by the Company on the request of a majority of all the Stockholders, preferred and common, to be evidenced by a vote at a meeting called on two weeks' notice, or by a writing under the signature of a majority of said Stockholders. Said sale shall be made for cash or in exchange for other property as may be directed by said Stockholders.

3. The corporation may in its by-laws confer powers additional to the foregoing upon the Directors, and may prescribe the number necessary to constitute a quorum of its Board of Directors, which number may be less than a majority of the whole number.

4. The corporation may in its by-laws provide for voting trusts, the issuing of trust certificates and the making of trust agreements, for any lawful purpose.

5. The Directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no Stockholder shall have any right of inspecting any account or book or document of the corporation, except as conferred by statute or authorized by the Directors or by a resolution of the

Stockholders.

8. The Directors may hold their meetings, and have an office, and keep the books of the corporation (except the stock and transfer books) outside of this State.

IN WITNESS WHEREOF, we have hereunto set out hands and seals,
this Sixth day of July 1900.

In Presence of

A. H. Thompson

Notary Public
Wm. H. Chew

(L.S.)

(L.S.)

Edward H. Chew

(L.S.)

County of *New Jersey*
City of *Camden*

I do hereby certify that on this *ninth* day of *July*
A. D. *1897* hundred and ninety-seven before me a *Justice in Chancery*

of *New Jersey*

William H. Clark and *Edward H. Clark* personally appeared

who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them, and each of them, the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

A. H. [Signature]
Sec.

Received in the Clerk's Office of the County of Camden, on the *ninth* day of *July* A. D. *1897* and recorded in Book *15* of Incorporated Business Companies for said County, page *576*.

[Signature]
Clerk.

Endorsed
"Filed"

189

Secretary of State.

Consolidated Talking Machine Company of America

PHILADELPHIA, 1 August, 1900

Dear Sir :

I take pleasure in notifying you that the agreement signed by you and dated 5 June, 1900, for the sale to me of stocks held by the signers in the **Berliner Gramophone Company** (whether represented by stock certificates or by certificates of the Voting Trust of 1899) and in the **United States Gramophone Company** (both preferred and common) has been signed by a very large majority of the holders of the stocks of the two companies.

The **Consolidated Talking Machine Company of America**—whose 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) are to be delivered in payment for the stocks of the above two Companies—has been chartered and organized as provided in the agreement.

The agreement further provides that all the certificates representing the stock held by the subscribers in the above two Companies shall, on notice from me, be deposited with a Philadelphia trust company to be designated by me in exchange for deposit receipts, which in turn will be exchangeable for the 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) of the **Consolidated Talking Machine Company of America**, when ready for delivery.

I have designated as the depositary for the purposes of the agreement **The Fidelity Insurance, Trust and Safe Deposit Company** of Philadelphia.

You are therefore requested to deposit with **The Fidelity Insurance, Trust and Safe Deposit Company**, 325 Chestnut Street, Philadelphia, all the certificates held by you for stock in the **Berliner Gramophone Company** (whether stock certificates or certificates of the Voting Trust of 1899) and in the **United States Gramophone Company** (both preferred and common). **The Fidelity Insurance, Trust and Safe Deposit Company** will issue to you its deposit receipts, as provided in the agreement.

Please note particularly (1) that all certificates deposited by you should be endorsed with an assignment and power of attorney to transfer, duly signed by you and witnessed, for which purpose the form printed on the backs of the certificate may be used ; (2) that the assignee named in the assignment and power should be the **Consolidated Talking Machine Company of America**, but the name of the attorney to make the transfer should be left blank, with the implied authorization to me to fill the blank ; (3) that you should affix and cancel on the assignment and power of attorney a United States Internal Revenue stamp for twenty-five cents ; and (4) that you should also affix and cancel on the face of every certificate (in the upper right hand corner) United States Internal Revenue stamps at the rate of two cents for every \$100 or fraction of \$100 of stock represented by the certificate.

As the parties in interest are numerous, kindly comply promptly with the above requests, for prompt compliance is important to carry out your agreement.

Very truly yours,

CHARLES ADAMSON

119 South Fourth Street

Philadelphia

Ex. 6.

CONSOLIDATED TALKING MACHINE
COMPANY OF AMERICA.

W. G. M.

PHILADELPHIA, 1 August, 1900

Dear Sir:

I take pleasure in notifying you that the agreement signed by you and dated 5 June, 1900, for the sale to me of stocks held by the signers in the BERLINER GRAMOPHONE COMPANY (whether represented by stock certificates or by certificates of the Voting Trust of 1899 and in the UNITED STATES GRAMOPHONE COMPANY (both preferred and common) has been signed by a very large majority of the holders of the stocks of the two companies.

The CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA -- whose 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) are to be delivered in payment for the stocks of the above two Companies -- has been chartered and organized as provided in the agreement.

The agreement further provides that all the certificates representing the stock held by the subscribers in the above two Companies shall, on notice from me, be deposited with a Philadelphia trust company to be designated by me in exchange for deposit receipts, which in turn will be exchangeable for the 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) of the CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA, when ready for delivery.

I have designated as the depository for the purposes of the agreement THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY of

Philadelphia.

You are therefore requested to deposit with THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY, 325 Chestnut Street, Philadelphia, all the certificates held by you for stock in the BERLINER GRAMOPHONE COMPANY (whether stock certificates or certificates of the Voting Trust of 1899) and in the UNITED STATES GRAMOPHONE COMPANY (both preferred and common). THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY will issue to you its deposit receipts, as provided in the agreement.

Please note particularly (1) that all certificates deposited by you should be endorsed with an assignment and power of attorney to transfer, duly signed by you and witnessed, for which purpose the form printed on the backs of the certificate may be used; (2) that the assignee named in the assignment and power should be the CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA, but the name of the attorney to make the transfer should be left blank, with the implied authorization to me to fill the blank; (3) that you should affix and cancel on the assignment and power of attorney a United States Internal Revenue stamp for twenty-five cents; and (4) that you should also affix and cancel on the face of every certificate (in the upper right hand corner) United States Internal Revenue stamps at the rate of two cents for every \$100 or fraction of \$100 of stock represented by the certificate.

As the parties in interest are numerous, kindly comply promptly with the above requests, for prompt compliance is important to carry out your agreement.

Very truly yours,
CHARLES ADAMSON
119 South Fourth Street.
Philadelphia.

Ex. B.

CONSOLIDATED TALKING MACHINE
COMPANY OF AMERICA,

PHILADELPHIA, 1 August, 1900.

Dear Sir:

I take pleasure in notifying you that the agreement signed by you and dated 5 June, 1900, for the sale to me of stocks held by the signers in the BERLINER GRAMOPHONE COMPANY (whether represented by stock certificates or by certificates of the Voting Trust of 1899) and in the UNITED STATES GRAMOPHONE COMPANY (both preferred and common) has been signed by a very large majority of the holders of the stocks of the two companies.

The CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA -- whose 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) are to be delivered in payment for the stocks of the above two Companies -- has been chartered and organized as provided in the agreement.

The agreement further provides that all the certificates representing the stock held by the subscribers in the above two Companies shall, on notice from me, be deposited with a Philadelphia trust company to be designated by me in exchange for deposit receipts, which in turn will be exchangeable for the 5 per cent. 20 years Gold Collateral Trust Certificates and Common Stock (the latter to be represented by Voting Trust Certificates) of the CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA, when ready for delivery.

I have designated as the depositary for the purposes of the agreement THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY of

Philadelphia.

You are therefore requested to deposit with THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY, 325 Chestnut Street, Philadelphia, all the certificates held by you for stock in the BERLINER GRAMOPHONE COMPANY (whether stock certificates or certificates of the Voting Trust of 1899) and in the UNITED STATES GRAMOPHONE COMPANY (both preferred and common). THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY will issue to you its deposit receipts, as provided in the agreement.

Please note particularly (1) that all certificates deposited by you should be endorsed with an assignment and power of attorney to transfer, duly signed by you and witnessed, for which purpose the form printed on the backs of the certificate may be used; (2) that the assignee named in the assignment and power should be the CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA, but the name of the attorney to make the transfer should be left blank, with the implied authorization to me to fill the blank; (3) that you should affix and cancel on the assignment and power of attorney a United States Internal Revenue stamp for twenty-five cents; and (4) that you should also affix and cancel on the face of every certificate (in the upper right hand corner) United States Internal Revenue stamps at the rate of two cents for every \$100 or fraction of \$100 of stock represented by the certificate.

As the parties in interest are numerous, kindly comply promptly with the above requests, for prompt compliance is important to carry out your agreement.

Very truly yours,
CHARLES ADAMSON
119 South Fourth Street,
Philadelphia.

(2)

THIS AGREEMENT made the first day of August, A. D. 1900 between CHARLES ADAMSON, party of the first part, and THE FIDELITY INSURANCE TRUST AND SAFE DEPOSIT COMPANY (hereinafter termed the "Depositary"), party of the second part:

WITNESSETH THAT

WHEREAS: Under and by an agreement dated the 5th day of June, A. D. 1900 between the said Charles Adamson (therein termed the "Purchaser") and certain holders of the stock and voting trust certificates of the Berliner Gramophone Company, and stock of the United States Gramophone Company (therein termed the "Vendors") the vendors promised each other, and promised the purchaser, to sell, and the purchaser promised the said Vendors to buy, the said stock and voting trust certificates held by the vendors at the prices following:

For every share of stock of the Berliner Gramophone Company (par value \$100), whether represented by original certificates or by Voting Trust Certificates, the price shall be \$110, payable, \$50 in the 5 per cent Gold Collateral Trust Certificates hereinafter described, at par, and \$60 in the new common stock hereinafter described, at par;

For every share of common stock of the United States Gramophone Company (par value, \$10), the price shall be \$11, payable, \$5 in the 5 per cent Gold Collateral Trust Certificates hereinafter described at par, and \$6 in the new common stock hereinafter described, at par;

For every share of preferred stock of the United States Gramophone Company (par value, \$10) -- ex dividend of 3 per cent now due, -- the price shall be \$15, payable, \$10 in the 5 per cent Gold Collateral Trust Certificates hereinafter described, at par, and \$5 in the new common stock hereinafter described, at par;

AND WHEREAS in and by the said agreement dated 5 June 1900 the vendors covenanted that all stock certificates and voting trust certificates representing the stock held by them shall, on notice from the purchaser be deposited with a Philadelphia trust company to be designated by the purchaser in exchange for deposit receipts which are in turn to be exchangeable for the 5% Gold Collateral Trust Certificates of the Consolidated Talking Machine Co. of America and Voting Trust Certificates representing Common Stock of the Consolidated Talking Machine Company of America when ready

for delivery.

AND WHEREAS the said Charles Adamson has designated the said The Fidelity Insurance Trust and Safe Deposit Company, as the depository aforesaid.

AND WHEREAS a list of the said vendors -- subscribers to the said agreement dated 5 June 1900--together with their addresses and the particular kind of shares held by each of them, is attached to this agreement.

NOW THEREFORE it is mutually covenanted and agreed by and between the parties hereto as follows:

First: For all certificates for shares of stock of the Berliner Gramophone Company (stock certificates) par \$100 and shares of stock of the Berliner Gramophone Company (certificates of Voting Trust of 1899) par \$100, and shares of preferred stock of the United States Gramophone Company, par \$10 and shares of common stock of the United States Gramophone Company, par \$10 which the said vendors their executors, administrators or assigns, (or any other persons whom the said Charles Adamson or the said Consolidated Talking Machine Company of America may designate) shall deposit or cause to be deposited with the said Depository, the said Depository shall issue deposit receipts in the form following, -- inserting therein the name of the depositor, the number of shares of each kind deposited by him, the amount of 5% 20 Years Gold Collateral Trust Certificates of the said Consolidated Talking Machine Company of America to which he is entitled at par, and the amount of Voting Trust Certificates representing shares of common stock of the said Consolidated Talking Machine Company of America to which he is entitled at par, viz:

THE FIDELITY INSURANCE, TRUST AND SAFE DEPOSIT COMPANY
325 Chestnut Street, Philadelphia, Pa., the Depository designated
by Charles Adamson under his agreement, dated 5 June, 1900, with
certain holders of the stock and Voting Trust (of 1899) Certificates
of the Berliner Gramophone Company and of the stock of the United
States Gramophone Company HAS RECEIVED ON DEPOSIT from _____
certificates for: _____

_____ shares of stock of the Berliner Gramophone Company (stock
certificates), par \$100.
_____ shares of stock of the Berliner Gramophone Company (cer-
tificates of Voting Trust of 1899), par \$100.
_____ shares of preferred stock of the United States Gramo-
phone Company, par \$10.
_____ shares of common stock of the United States Gramophone
Company, par \$10.

This Receipt is exchangeable for 5 per cent 20 years Gold
Collateral Trust Certificates of the

CONSOLIDATED TALKING MACHINE COMPANY OF AMERICA

amounting at par to _____ Dollars and Voting Trust
Certificates (Charles Adamson, Thomas S. Parvin and Emile Berliner
or their successors Trustees) representing shares of Common Stock
of the Consolidated Talking Machine Company of America, amounting
at par to _____ Dollars, when ready for
delivery, on surrender of this receipt duly endorsed by the Depos-
itor hereinbefore named, to the Depositary at its office hereinbefore
specified. The Depositary reserves the right to call in this re-
ceipt and redeliver in exchange therefor the deposited certificates
hereinbefore described, unless the Gold Collateral Trust Certificates
and Voting Trust Certificates, representing common stock as herein
before stated, are ready for delivery and deposited with the Depos-
itary for that purpose before the first day of February, 1901.
It is understood and agreed that for fractions of \$100 in the said
Gold Trust Certificates and the said Voting Trust Certificates re-
presenting common stock, scrip may be issued and delivered in such
form as the Consolidated Talking Machine Company of America may
prescribe.

THIS RECEIPT is not negotiable.

THE DEPOSITARY does not by receiving the deposited certificates
above mentioned or by issuing this Receipt incur any liability ex-
cept for ordinary care. It is expressly understood and agreed that
the Depositary shall not be deemed to have notice or knowledge of
the said Agreement of 5 June, 1900, or be required to inquire into
the performance of any of the terms and conditions thereof, but
only to comply with the terms and conditions expressed in this re-
ceipt.

Depositary's Receipt No. _____ The Fidelity Insurance, Trust and Safe
Deposit Company

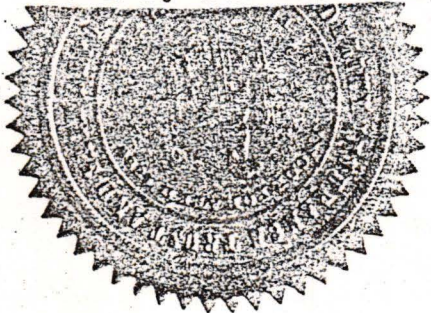
Date _____ By _____ "Registration Officer"

Second: All expense of executing this agreement, such
as printing, revenue stamps, etc., shall be paid by the said Charles
Adamson.

Third: The Depositary shall receive as compensation a
reasonable amount to be agreed upon between the Depositary and the

said Charles Adamson and paid by him.

IN WITNESS WHEREOF the said Charles Adamson has hereunto set his hand and seal and the said The Fidelity Insurance Trust and Safe Deposit Company has caused this agreement to be signed in its name by its President and sealed with its corporate seal attested by its Secretary the day and year first above written.



Charles Adamson
THE FIDELITY INSURANCE TRUST and SAFE
DEPOSIT COMPANY

By

John R. Scott
President.

ATTEST:

W. Andrew McCouch
Secretary.